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-and-

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*Counsel to Debtor in Possession Facility Lenders*

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:	)	
	)	Chapter 11
PATRIOT COAL CORPORATION, <i>et al.</i> ,	)	
	)	Case No. 15-32450 (KLP)
Debtors.	)	
	)	(Jointly Administered)
	)	
	)	

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**STATEMENT OF KRAMER LEVIN NAFTALIS & FRANKEL LLP  
AND McGUIREWOODS LLP PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, the lenders under the debtor in possession financing facility (“DIP Facility”) in the above-captioned bankruptcy cases for Patriot Coal Corporation and certain of its subsidiaries (collectively, “Patriot”) hereby submit this verified statement (the “Verified Statement”) and respectfully represent as follows:

1. As of the date of this Verified Statement, in these chapter 11 cases, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and McGuireWoods LLP (“McGuireWoods” and, together with Kramer Levin, “Counsel”) are counsel to Patriot’s DIP Facility lenders, which are comprised of certain funds and/or accounts managed or advised by Knighthead Capital Management, LLC, certain funds and/or accounts managed or advised by Caspian Capital LP, Midtown Acquisitions L.P., and Hudson Bay Absolute Return Credit Opportunities Master Fund Ltd (each a “Member” and collectively, the “Client Group”).

2. The Client Group holds, or are the investment advisors and/or managers of accounts that hold, all of Patriot’s DIP Facility. The Client Group, in the aggregate, also holds, or are the investment advisors, affiliates and/or managers of accounts that hold, directly or indirectly through a Member’s respective funds and/or affiliates, a majority of Patriot’s outstanding \$247 million senior secured term loan facility (the “Term Loan”) and approximately 75% of Patriot’s \$306 million 15% second lien PIK toggle notes due December 15, 2023 (the “Second Lien Notes”).

3. In accordance with Bankruptcy Rule 2019, the name and address of each Member of the Client Group, and the nature and amount of all disclosable economic interests held by each Member of the Client Group in relation to the Debtors are set forth in Exhibit A. The information contained in Exhibit A is based upon information provided by each Member of the Client Group to Counsel and is subject to change and supplementation.

4. Nothing in this Verified Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any Member’s right to assert, file and/or amend this Verified Statement in accordance with applicable law and any orders entered in these cases.

5. Counsel reserves the right to amend or supplement this Verified Statement.

6. The undersigned verify that the foregoing is true and correct to the best of their knowledge based on information provided by the Members.

Dated: June 1, 2015

McGUIREWOODS LLP

/s/ Dion W. Hayes

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**Exhibit A**

<b>Name</b>	<b>Address</b>	<b>Nature and Amount of Disclosable Economic Interest</b>
Knighthead Capital Management, LLC, solely on behalf of certain funds and accounts managed and/or advised by it,	1140 Avenue of the Americas, 12 <sup>th</sup> Floor, New York, NY 10036	DIP Facility: \$45,000,000 Term Loan: \$24,687,500 Second Lien Notes: \$130,827,725 Warrants: 4,209,305
Davidson Kempner Capital Management LP, on behalf of funds and accounts managed by it (including Midtown Acquisitions L.P.)	520 Madison Avenue, 30 <sup>th</sup> Floor New York, NY 10022	DIP Facility: \$17,500,000 Term Loan: \$44,437,500 Second Lien Notes: \$77,355,257 Warrants: 2,381,393
Caspian Capital LP, on behalf of funds and accounts managed by it	767 5th Ave New York, NY 10153	DIP Facility: \$17,500,000 Term Loan: \$50,145,622 Second Lien Notes: \$22,962,690 Warrants: 586,842 Common Stock: \$32,590 (aggregate positions)
Hudson Bay Absolute Return Credit Opportunities Master Fund Ltd	777 Third Avenue, 30 <sup>th</sup> Floor New York, NY 10017	DIP Facility: \$20,000,000 Term Loan: \$12,862,500